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August 15, 1989

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

RECORDATION NO **16483** FILED 1425

9-220A022

AUG 17 1989 -12 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

\$13.00 Filing fee

On behalf of Itel Rail Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Car Lease Agreement, executed as of July 31, 1989.

NEW NUMBER
The executing parties to the Memorandum of Railroad Car Lease Agreement ("Lease") are:

Itel Rail Corporation - Lessor
55 Francisco Street
San Francisco, CA 94133

ATW Corporation - Lessee
2506 South Park
Dothan, Alabama 36302

The Lease covers the lease of the boxcars listed on Annex A to the Lease by Lessor to Lessee.

The equipment covered is the boxcars listed on Annex A to the Lease.

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James P. Poole
James P. Poole

MANWELL & WES

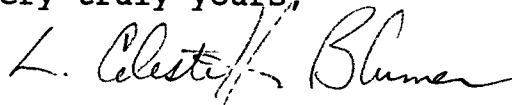
Honorable Noreta R. McGee
August 15, 1989
Page 2

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers One Hundred Ninety-Nine (199) 50'6" 70-ton Plate B boxcars, road numbers ATW 1000-1013, 1015-1024, 4000, 4150-4177, 4179-4199, 16000-16024, 62000-62012, 62014, 62016-62024, 65000-65006, 65008-65073, 65079-65080, 65082-65084."

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Lease not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



L. Celeste H. Blumer

Enclosures
LCHB:its

Interstate Commerce Commission
Washington, D.C. 20423

8/17/89

OFFICE OF THE SECRETARY

L. Celeste Blumer
Manwell & Wes
Citicorp Center
One Sansome Street 14th Fl.
San Francisco, Calif. 94104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/17/89 at 12:50pm and assigned recordation number(s). 16483

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

MEMORANDUM OF
RAILROAD CAR LEASE AGREEMENT

AUG 17 1989 -12 50 PM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF RAILROAD CAR LEASE AGREEMENT is intended to evidence the Railroad Car Lease Agreement, dated as of July 31, 1989, (the "Lease") between ITEL Rail Corporation, a Delaware corporation (the "Lessor") and ATW Corporation, a Delaware corporation (the "Lessee"), for the purposes of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of one hundred ninety-nine (199) 50'6" 70-ton Plate B boxcars more fully described in Annex A hereto (the "Boxcars"). The Lessee leased from the Lessor all the Boxcars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Railroad Car Lease Agreement as of this 31st day of July, 1989.

"Lessor"

ITEL RAIL CORPORATION

Attest:

[Signature]
Title: Mr. VP- Marketing

By:

[Signature]
Title: President and CEO

"Lessee"

ATW CORPORATION

Attest:

Linda Gray
Title: Secretary

By:

[Signature]
Title: President

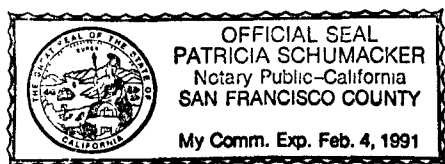
ANNEX A
to
Memorandum of
Railroad Car Lease Agreement
Dated as of July 31, 1989

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Mechan. Design.</u>	<u>Current Car Markings</u>	<u>Original Car Markings</u>	<u>Lease/Use Agreements</u>
1	50'6, 70-ton Plate B Box- cars, Manuf. by Evans in 06/76	XM	ATW 4000	ATW 4000	Car Use Agreement dated as of 12/1/88 between Lessee & CSXT as Lessee
149	50'6, 70-Ton Plate B Box- cars, Manuf. by CNCF in 02/79	XF	ATW 1000-1013 1015-1024	ATW 1000-1031 1015-1024	"
	Manuf. by Evans in 11/77	XF	ATW 16000-16024	ATW 16000-16024	"
	Manuf. by Evans in 04/78	XF	ATW 62000-62012 62014 62016-62024	HN 2000-2012 2014 2016-2024	"
	Manuf. by CNCF in 07/79	XF	ATW 65000-65006 65008-65063	HN 5000-5006 HN 5008-5063	"
	Manuf. by CNCF in 07/79	XF	ATW 65064-65073 65079-65080 65082-65084	HN 5064-5073 5079-5080 5082-5084	"
49	50'6, 70-Ton, Plate C Box- cars, Manuf. by So. Iron in 12/79	XP	ATW 4150-4177 4179-4199	ATW 4150-4177 4179-4199	"

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

I, Patricia Schumacker, a Notary Public in and for the state and county aforesaid, do hereby certify that Desmond P. Hayes, President and CEO of ITEL RAIL CORPORATION, a Delaware corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President and CEO; he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 2nd day of August, 1989.



Patricia Schumacker
Notary Public

My commission expires
February 4, 1991

STATE OF ALABAMA)
) ss.
COUNTY OF HOUSTON)

I, Tom J. Reaves, a Notary Public in and for the state and county aforesaid, do hereby certify that K. Earl Durdan of ATW CORPORATION, a Delaware corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 4th day of August, 1989.

Tom J. Reaves
Notary Public

My commission expires
4-22-92